

RECORDATION NO. 21800 FILED

NOV 20 '98

11-30 AM

ALVORD AND ALVORD

ATTORNEYS AT LAW

918 SIXTEENTH STREET, N.W.

SUITE 200

WASHINGTON, D.C.

20006-2973

(202) 393-2266

FAX (202) 393-2156

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

RECORDATION NO. 21800-A, B, C, D  
FILED E, F, G

NOV 20 '98

11-30 AM

November 20, 1998

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Re: Equipment Lot Siemens 1997B-NL

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a Memorandum of Head Lease Agreement, dated December 16, 1997, a primary document as defined in the Board's Rules for the Recordation of Documents, and the following secondary documents related thereto: Memorandum of Lease Agreement, Memorandum of Loan and Security Agreement, Memorandum of Equipment Mortgage, DBX Equipment Mortgage, Assignment of DBX Equipment Mortgage, Memorandum of Head Lessor's Lease Mortgage, and Memorandum of Lessor's Security Agreement, and, all dated December 16, 1997.

The names and addresses of the parties to the enclosed documents are:

Memoranda of Head Lease Agreement,  
Equipment Mortgage and Head Lessor's Lease Mortgage

Head Lessor: Tri-County Metropolitan Transportation District of Oregon  
4012 S.E. 17<sup>th</sup> Avenue  
Portland, Oregon 97202

Head Lessee: First Security Bank, N.A.  
79 South Main Street  
Salt Lake City, Utah 84111

RECEIVED  
SURFACE TRANSPORTATION  
BOARD  
NOV 20 11 29 AM '98

Mr. Vernon A. Williams  
November 20, 1998  
Page 2

Memoranda of Lease Agreement  
and Lessor's Security Agreement

Lessor: First Security Bank, N.A.  
79 South Main Street  
Salt Lake City, Utah 84111

Lessee: Tri-County Metropolitan Transportation District of Oregon  
4012 S.E. 17<sup>th</sup> Avenue  
Portland, Oregon 97202

Memorandum of Loan and Security Agreement

Trustee: First Security Bank, N.A.  
79 South Main Street  
Salt Lake City, Utah 84111

Lender: AIG Financial Products (Jersey) Limited  
100 Nyala Farm  
Westport, Connecticut 06880

DBX Equipment Mortgage

Mortgagor: DB Export-Leasing GmbH  
Mainzer Land Strasse 16  
D-60325 Frankfurt am Main Germany

Mortgagee: Tri-County Metropolitan Transportation District of Oregon  
4012 S.E. 17<sup>th</sup> Avenue  
Portland, Oregon 97202

Assignment of (DBX) Equipment Mortgage

Assignor: Tri-County Metropolitan Transportation District of Oregon  
4012 S.E. 17<sup>th</sup> Avenue  
Portland, Oregon 97202

Assignee: First Security Bank, N.A.  
79 South Main Street  
Salt Lake City, Utah 84111

Mr. Vernon A. Williams  
November 20, 1998  
Page 3

A description of the railroad equipment covered by the enclosed documents is set forth on Exhibit A attached hereto.

Also enclosed is a check in the amount of \$208.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Alvord", written in a cursive style.

Robert W. Alvord

RWA/bg  
Enclosures

## EXHIBIT A

### DESCRIPTION OF EQUIPMENT

#### SIEMENS 1997B-NL

<u>Description</u>	<u>Identification Number</u>
1 Siemens low floor light rail vehicle, Model SD 600	202
1 Siemens low floor light rail vehicle, Model SD 600	214
1 Siemens low floor light rail vehicle, Model SD 600	218
1 Siemens low floor light rail vehicle, Model SD 600	219
1 Siemens low floor light rail vehicle, Model SD 600	220
1 Siemens low floor light rail vehicle, Model SD 600	221
1 Siemens low floor light rail vehicle, Model SD 600	222
1 Siemens low floor light rail vehicle, Model SD 600	223
1 Siemens low floor light rail vehicle, Model SD 600	224
1 Siemens low floor light rail vehicle, Model SD 600	225
1 Siemens low floor light rail vehicle, Model SD 600	226
1 Siemens low floor light rail vehicle, Model SD 600	227
1 Siemens low floor light rail vehicle, Model SD 600	228
1 Siemens low floor light rail vehicle, Model SD 600	229
1 Siemens low floor light rail vehicle, Model SD 600	230
1 Siemens low floor light rail vehicle, Model SD 600	231
1 Siemens low floor light rail vehicle, Model SD 600	232
1 Siemens low floor light rail vehicle, Model SD 600	233

NOV 20 '98

11:30 AM

MEMORANDUM OF HEAD LESSOR'S LEASE MORTGAGE  
(Equipment Lot Siemens 1997B-NL)

Memorandum of Head Lessor's Lease Mortgage, made and entered into on December 16, 1997, by and between TRI-COUNTY METROPOLITAN TRANSPORTATION DISTRICT OF OREGON, a municipal corporation and a public body corporate and politic established under the laws of the State of Oregon (the "Head Lessor") and FIRST SECURITY BANK, N.A., a national banking association, not in its individual capacity but solely as the Trustee (the "Head Lessee").

W I T N E S S E T H:

The undersigned have entered into that certain Head Lessor's Lease Mortgage (Equipment Lot Siemens 1997B-NL), dated as of December 15, 1997, whereby the Head Lessee has conveyed, assigned, mortgaged, transferred and pledged to the Head Lessor, and has granted to the Head Lessor a lien on and a security interest in, all of the Head Lessee's right, title and interest as lessor in, to and under the Lease (as defined below) and all proceeds thereof as security for the due, prompt and complete payment and performance of the obligations of the Head Lessee to the Head Lessor to pay any amount (including damages) under or in respect of the Head Lease (as defined below).

For purposes of this Memorandum, (a) "Head Lease" means that certain Head Lease Agreement (Equipment Lot Siemens 1997B-NL), dated as of December 15, 1997, between Head Lessor and the Head Lessee whereby the Head Lessor has agreed to lease to the Head Lessee and the Head Lessee has agreed to lease from the Head Lessor certain light rail vehicles bearing the identification numbers as listed on Exhibit A attached hereto (the "Equipment"), subject to the term defined in said Head Lease Agreement and (b) "Lease" means that certain Lease Agreement (Equipment Lot Siemens 1997B-NL), dated as of December 15, 1997, between the Head Lessee, as lessor, and the Head Lessor, as lessee, whereby the Head Lessee has agreed to lease to the Head Lessor and the Head Lessor has agreed to lease from the Head Lessee the Equipment, subject to the term defined in said Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

TRI-COUNTY METROPOLITAN  
TRANSPORTATION DISTRICT OF  
OREGON, as Head Lessor

By: Bruce Harder  
Name: **Bruce Harder**  
Title: **Exec. Dir. Fin. Adm.**

FIRST SECURITY BANK, N.A., not in  
its individual capacity but solely as the  
Trustee, as Head Lessee

By: \_\_\_\_\_  
Name:  
Title:

[Memorandum of Head Lessor's Lease Mortgage]

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

TRI-COUNTY METROPOLITAN  
TRANSPORTATION DISTRICT OF  
OREGON, as Head Lessor

By: \_\_\_\_\_  
Name:  
Title:

FIRST SECURITY BANK, N.A., not in  
its individual capacity but solely as the  
Trustee, as Head Lessee

By: Dain W. Brown  
Name:  
Title: Dain W. Brown  
Asst Vice President

[Memorandum of Head Lessor's Lease Mortgage]

STATE OF NEW YORK    )  
                                      ) SS  
COUNTY OF NEW YORK )

On this 15<sup>th</sup> day of December, before me personally appeared Bruce Harder, to me personally known, who being by me duly sworn, said that ~~she~~ he is Exec. Dir. of Fin. & Adm. of TRI-COUNTY METROPOLITAN TRANSPORTATION DISTRICT OF OREGON, that said instrument was signed on such date on behalf of said entity on such day by authority of its Board of Directors, and she/he acknowledged that the execution of the foregoing instrument was the free act and deed of said entity.

Gerry O'Leary  
Notary Public

[NOTARIAL SEAL]

My commission expires: Jan 8, 1999

GERRY O'LEARY  
Notary Public, State of New York  
No. 01OL5035814  
Qualified in New York County  
Commission Expires Nov. 14, 1998

Jan 8, 1999



[Memorandum of Head Lessor's Lease Mortgage]

STATE OF NEW YORK     )  
                                      ) SS  
COUNTY OF NEW YORK )

On this 16<sup>th</sup> day of December, before me personally appeared Dain W. Brower, to me personally known, who being by me duly sworn, said that ~~she~~ he is an Asst. Vice President of FIRST SECURITY BANK, N.A., that said instrument was signed on such date on behalf of said entity on such day by authority of its Board of Directors, and she/he acknowledged that the execution of the foregoing instrument was the free act and deed of said entity.

Gerry O'Leary  
Notary Public

[NOTARIAL SEAL]

GERRY O'LEARY  
Notary Public, State of New York  
No. 01OL5035814  
Qualified in New York County  
Commission Expires ~~Nov. 14, 1998~~

My commission expires: Jan 8, 1999

Jan 8, 1999

EXHIBIT A  
TO  
MEMORANDUM OF HEAD LESSOR'S LEASE MORTGAGE

DESCRIPTION OF EQUIPMENT

SIEMENS 1997B-NL

<u>Description</u>	<u>Identification Number</u>
1 Siemens low floor light rail vehicle, Model SD 600	202
1 Siemens low floor light rail vehicle, Model SD 600	214
1 Siemens low floor light rail vehicle, Model SD 600	218
1 Siemens low floor light rail vehicle, Model SD 600	219
1 Siemens low floor light rail vehicle, Model SD 600	220
1 Siemens low floor light rail vehicle, Model SD 600	221
1 Siemens low floor light rail vehicle, Model SD 600	222
1 Siemens low floor light rail vehicle, Model SD 600	223
1 Siemens low floor light rail vehicle, Model SD 600	224
1 Siemens low floor light rail vehicle, Model SD 600	225
1 Siemens low floor light rail vehicle, Model SD 600	226
1 Siemens low floor light rail vehicle, Model SD 600	227
1 Siemens low floor light rail vehicle, Model SD 600	228
1 Siemens low floor light rail vehicle, Model SD 600	229
1 Siemens low floor light rail vehicle, Model SD 600	230
1 Siemens low floor light rail vehicle, Model SD 600	231
1 Siemens low floor light rail vehicle, Model SD 600	232
1 Siemens low floor light rail vehicle, Model SD 600	233